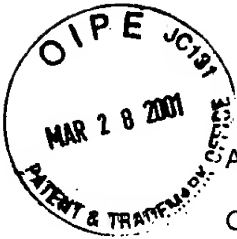


IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE

Declaration and Power of Attorney



As a below named inventors, we hereby declare that:

Our residences, post office addresses and citizenship are as stated below next to our names.

We hereby claim the benefit under Title 35, United States Code, 119(e) of any United States provisional application(s) identified below:

None.

We believe we are an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **SYSTEM AND METHOD PROVIDING STORED VALUE PAYMENT IN MULTIPLE LEVEL ENTERPRISE**, the specification of which was filed in the United States Patent & Trademark Office on **January 11, 2001** as application Serial No. **09/758,971**.

We hereby state that we have reviewed and understand the contents of the above identified specification, including the claims, as amended by an amendment, if any, specifically referred to in this oath or declaration.

We acknowledge the duty to disclose all information known to me which is material to patentability as defined in Title 37, Code of Federal Regulations, 1.56.

We hereby claim foreign priority benefits under Title 35, United States Code, 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

None

We hereby claim the benefit under Title 35, United States Code, 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, 112, I acknowledge the duty to disclose all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

None

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

We hereby appoint the following attorney(s) with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith:

CUSTOMER #26,291

CHITOMER #77,221

THOMASON, MOSER & PATTERSON, LLP
595 Shrewsbury Avenue, Suite 100
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(2)

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Full name of 1st inventor: Dinesh Kashinath Anvekar

Inventor's signature *D. Anvekar* Date 13 March 2001
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Inventor's signature *Rajiv Mangla* Date 21 March 2001
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Full name of 4th inventor: Sridhar Sundaram

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Full name of 3rd inventor: Rajiv Mangla

Inventor's signature *R Mangla* Date _____
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 Citizenship: India
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 New Delhi - 110044, India

Full name of 4th inventor: Sridhar Sundaram

Inventor's signature *S Sridhar* Date 13 March 2001
 Residence: Highland Park, Middlesex County, New Jersey, United States of America
 Citizenship: India
 Post Office Address: 126B Cedar Lane
 Highland Park, New Jersey, 08906

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 MAR 28 2001
 PATENT & TRADEMARK OFFICE

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) AND 1.27(c)) SMALL BUSINESS			Docket No. LOTS/P00003
Serial No. 09/758,971	Filing Date January 11, 2001	Patent No.	Issue Date
Applicant/Patentee: D. Anvekar, et al.			
Invention: SYSTEM AND METHOD PROVIDING STORED VALUE PAYMENT IN MULTIPLE LEVEL ENTERPRISE			
<p>I hereby declare that I am:</p> <p> <input type="checkbox"/> the owner of the small business concern identified below: <input checked="" type="checkbox"/> an official of the small business concern empowered to act on behalf of the concern identified below: </p> <p>NAME OF CONCERN: Level Z, L.L.C.</p> <p>ADDRESS OF CONCERN: 255 Old New Brunswick Road Suite N320 Piscataway, New Jersey 08854</p> <p>I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.</p> <p>I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the above-identified invention described in:</p> <p> <input type="checkbox"/> the specification filed herewith with title as listed above. <input checked="" type="checkbox"/> the application identified above. <input type="checkbox"/> the patent identified above. </p> <p>If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed on the next page and no rights to the invention are held by any person, other than the inventor, who could not qualify as an independent inventor under 37 CFR 1.9(c) or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).</p>			

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate (37 CFR 1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING: Bhaskarpillai Gopinath

TITLE OF PERSON SIGNING
OTHER THAN OWNER: Chairman

ADDRESS OF PERSON SIGNING: 255 Old New Brunswick Road
Suite N320
Piscataway, New Jersey 08854

SIGNATURE:

B. gopinath

DATE:

3/19/01